IN THE CLAIMS:

Please amend claims 1, 8 and 17 to read as follows. All claims pending, including those unchanged by the present amendment, are reproduced below for the convenience of the Examiner. A clean version of the amended claims is attached at the end of the present amendment in the section titled "clean version of amended claims." If there is a conflict between the "marked-up" version of the claims below, and the "clean version of amended claims", the "marked-up" version shall control.

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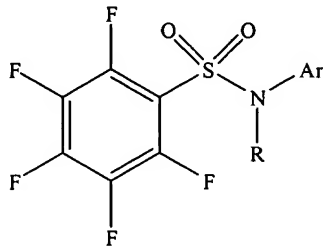
1. (Currently amended) A composition for the treatment of proliferative disorders, comprising an antineoplastic agent and a compound having the formula:



and pharmaceutically acceptable salts thereof;

wherein

R is a member selected from the group consisting of hydrogen and substituted or unsubstituted (C_1-C_{10})alkyl; and

Ar is a member selected from the group consisting of substituted or unsubstituted aryl and substituted or unsubstituted ~~heteroaryl~~**heteroaryl.**

2. (Original) A composition in accordance with claim **1**, wherein said antineoplastic agent is selected from the group consisting of DNA-alkylating agents, antimetabolites, antifolates and other inhibitors of DNA synthesis, microtubule disruptors, DNA intercalators, hormone agents, topoisomerase I/II inhibitors, DNA repair agents, growth

factor receptor kinase inhibitors, biological response modifiers, antiangiogenic and antivascular agents, immunoconjugates and antisense oligonucleotides.

3. (Original) A composition in accordance with claim 1, wherein said antineoplastic agent is selected from the group consisting of cyclophosphamide, BCNU, busulfan, temozolomide, UFT, capecitabine, gemcitabine, cytarabine, improsulfan, piposulfan, benzodepa, carboquone, meturedepa, uredepa, altretamine, triethylenemelamine, triethylenephosphoramide, triethylenethiophosphoramide, trimethylolmelamine, chlorambucil, estramustine, ifosfamide, novembrichin, prednimustine, uracil mustard, dacarbazine, fluorouracil, methotrexate, mercaptopurine, thioguanine, vinblastine, vincristine, vinorelbine, vindesine, etoposide, teniposide, daunorubicin, doxorubicin, epirubicin, mitomycin, dactinomycin, daunomycin, plicamycin, bleomycin, L-asparaginase, camptothecin, hydroxyurea, procarbazine, mitotane, aminoglutethimide, tamoxifen, flutamide, mitoxantrone, paclitaxel, docetaxol, and thiotepa.

4. (Original) A composition in accordance with claim 1, wherein said antineoplastic agent is selected from the group consisting of doxorubicin, daunorubicin, gemcitabine and paclitaxel.

5. (Original) A composition in accordance with claim 1, wherein said antineoplastic agent is gemcitabine or paclitaxel.

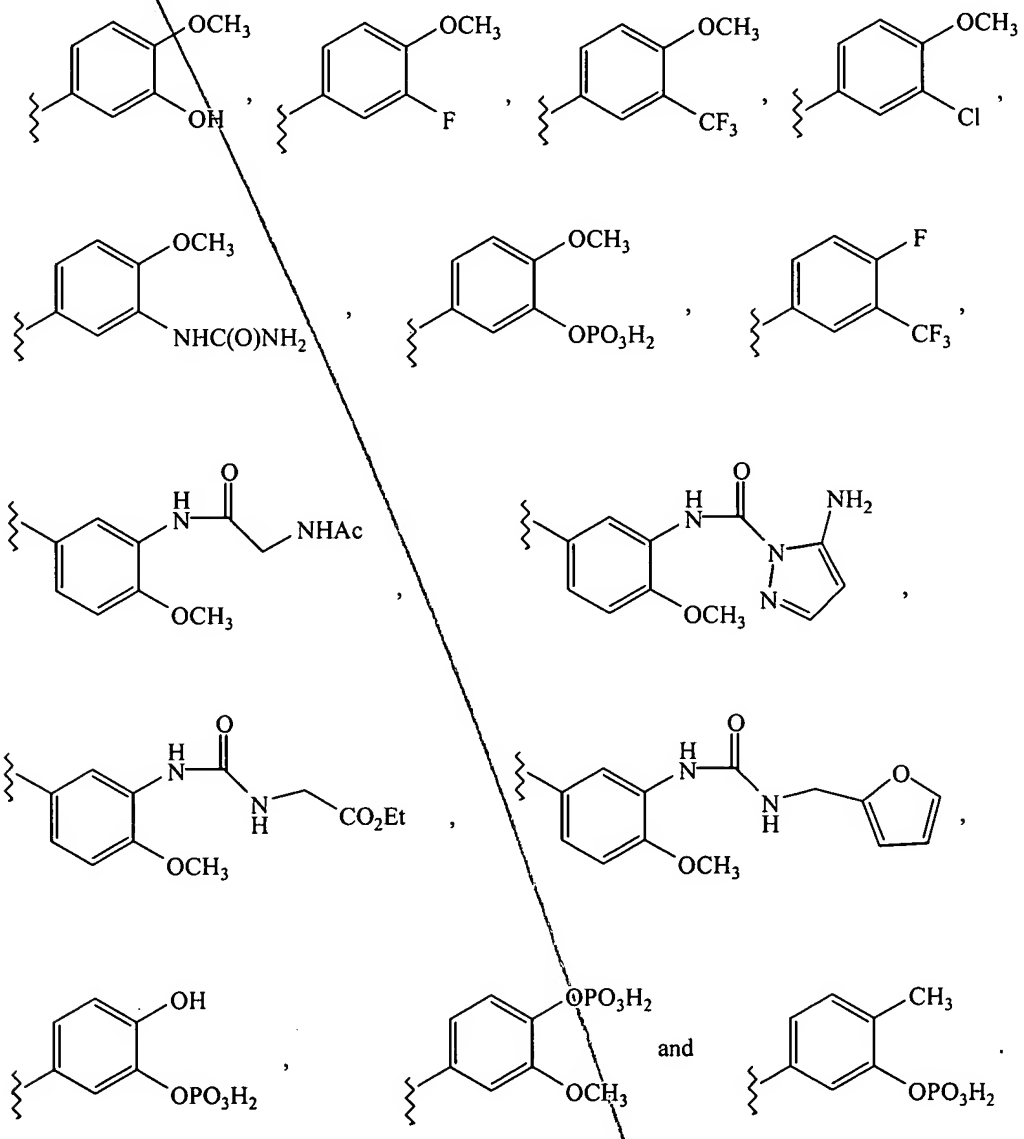
6. (Original) A composition in accordance with claim 1, wherein R is hydrogen or unsubstituted (C_1-C_4)alkyl.

7. (Original) A composition in accordance with claim 1, wherein Ar is a substituted phenyl group.

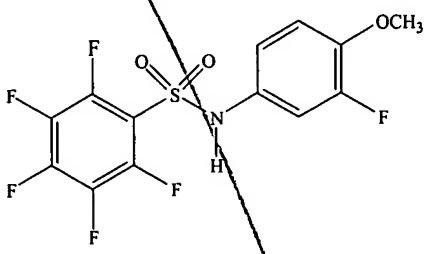
AM 8. (Currently amended) A composition in accordance with claim 7, wherein said substituents on said phenyl group are selected from the group consisting of halogen, (C_1-C_4)alkoxy, (C_1-C_4)alkyl, -OPO_3H_2, **-OC(O)R', -NR'R", -CO_2R', -CONR'R",**

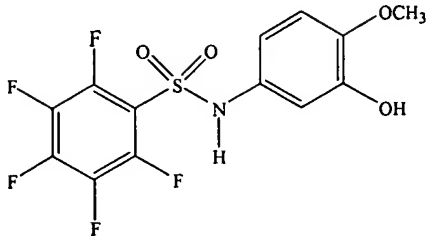
-C(O)R', -OC(O)NR'R", -NR"C(O)R', -NR"C(O)$_2$R', -NR'-C(O)NR"R"', perfluoro(C_1-C_4)alkoxy, and perfluoro(C_1-C_4)alkyl, wherein R', R" and R"' is each independently hydrogen or (C_1-C_4)alkyl.

9. (Original) A composition in accordance with claim 8, wherein Ar represents a member selected from the group consisting of



10. (Original) A composition in accordance with claim 1, wherein said compound is selected from the group consisting of:





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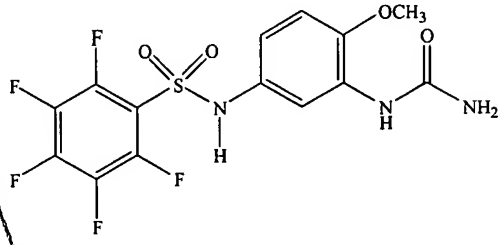
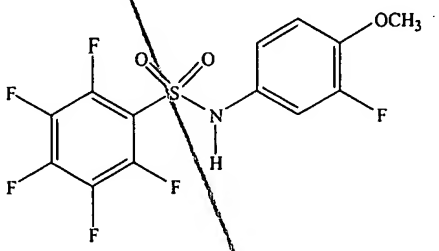
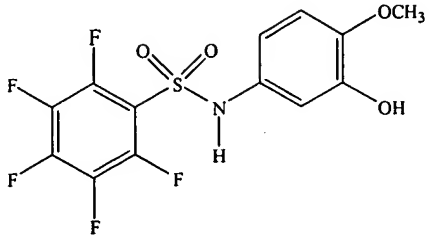


11. (Original) A method for the treatment of a proliferative disorder, comprising administering to a subject in need of such treatment an effective amount of a composition of claim 1.

12. (Original) A. method in accordance with claim 11, wherein said compound is selected from the group consisting of:





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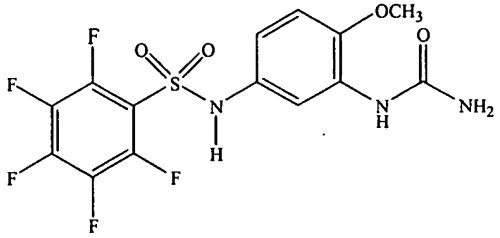


13. (Original) A method in accordance with claim 12, wherein said antineoplastic agent is selected from the group consisting of DNA-alkylating agents, antimetabolites, antifolates and other inhibitors of DNA synthesis, microtubule disruptors, DNA intercalators, hormone agents, topoisomerase I/II inhibitors, DNA repair agents, growth factor receptor kinase inhibitors, biological response modifiers, antiangiogenic and antivascular agents, immunoconjugates and antisense oligonucleotides.

14. (Original) A method in accordance with claim 12, wherein said antineoplastic agent is selected from the group consisting of cyclophosphamide, BCNU, busulfan, temozolomide, UFT, capecitabine, gemcitabine, cytarabine, improsulfan, piposulfan, benzodepa, carboquone, meturedepa, uredepa, altretamine, triethylenemelamine, triethylenephosphoramide, triethylenethiophosphoramide, trimethylolmelamine, chlorambucil, estramustine, ifosfamide, novembrichin, prednimustine, uracil mustard, dacarbazine, fluorouracil, methotrexate, mercaptopurine, thioguanine, vinblastine, vincristine, vinorelbine, vindesine, etoposide, teniposide, daunorubicin, doxorubicin,

epirubicin, mitomycin, dactinomycin, daunomycin, plicamycin, bleomycin, L-asparaginase, camptothecin, hydroxyurea, procarbazine, mitotane, aminoglutethimide, tamoxifen, flutamide, mitoxantrone, paclitaxel, docetaxol, and thiotepa.

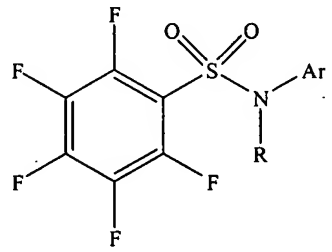
15. (Original) A method in accordance with claim 12, wherein said antineoplastic agent is selected from the group consisting of doxorubicin, daunorubicin, gemcitabine and paclitaxel.

16. (Original) A method in accordance with claim 12, wherein said antineoplastic agent is gemcitabine or paclitaxel.

17. (Currently amended) A method for the treatment of a proliferative disorder, comprising administering to a subject in need of such treatment:

i) a first amount of an antineoplastic agent; and

ii) a second amount of a compound of formula:



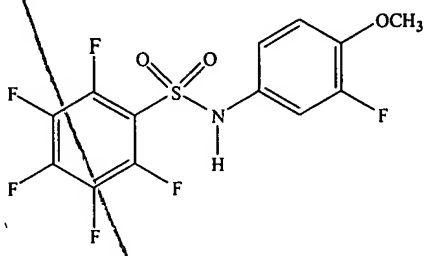
and pharmaceutically acceptable salts thereof; wherein

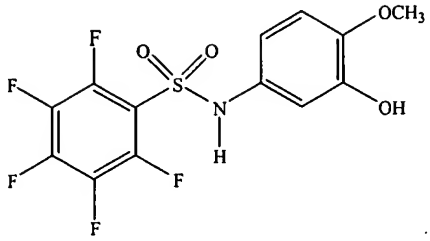
R is a member selected from the group consisting of hydrogen and substituted or unsubstituted (C_1-C_{10})alkyl; and

Ar is a member selected from the group consisting of substituted or unsubstituted aryl and substituted or unsubstituted heteroaryl;

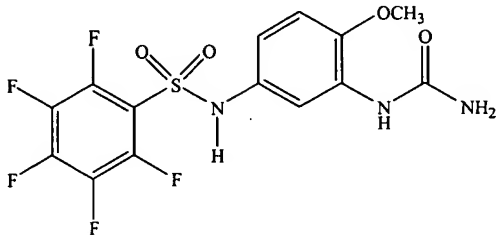
wherein said first amount and said second amount, in combination, are effective to treat said proliferative disorder.

18. (Original) A method in accordance with claim 17, wherein said compound is selected from the group consisting of





and



19. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is selected from the group consisting of DNA-alkylating agents, antimetabolites, antifolates and other inhibitors of DNA synthesis, microtubule disruptors, DNA intercalators, hormone agents, topoisomerase I/II inhibitors, DNA repair agents, growth factor receptor kinase inhibitors, biological response modifiers, antiangiogenic and antivascular agents, immunoconjugates and antisense oligonucleotides.

20. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is selected from the group consisting of cyclophosphamide, BCNU, busulfan, temozolomide, UFT, capecitabine, gemcitabine, cytarabine, improsulfan, piposulfan, benzodepa, carboquone, meturedepa, uredepa, altretamine, triethylenemelamine, triethylenephosphoramide, triethylenethiophosphoramide, trimethylolmelamine, chlorambucil, estramustine, ifosfamide, novembrichin, prednimustine, uracil mustard, dacarbazine, fluorouracil, methotrexate, mercaptopurine, thioguanine, vinblastine, vincristine, vinorelbine, vindesine, etoposide, teniposide, daunorubicin, doxorubicin,

epirubicin, mitomycin, dactinomycin, daunomycin, plicamycin, bleomycin, L-asparaginase, camptothecin, hydroxyurea, procarbazine, mitotane, aminoglutethimide, tamoxifen, flutamide, mitoxantrone, paclitaxel, docetaxol, and thiotepa.

21. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is selected from the group consisting of doxorubicin, daunorubicin, gemcitabine and paclitaxel.

22. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is gemcitabine or paclitaxel.

23. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is administered prior to said compound.

24. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is administered after said compound.

25. (Original) A method in accordance with claim 18, wherein said antineoplastic agent is administered simultaneously with said compound.